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ACCOUNT NO. : 072100000032

REFERENCE : 771965 80746A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : July 21, 2000

ORDER TIME : 10:45 AM

000003331410--5

ORDER NO. : 771965-005

CUSTOMER NO: 80746A

CUSTOMER: Keith Sands, Esq
Franson Aldridge & Sands, P.A.
Suite 200
1551 Atlantic Boulevard
Jacksonville, FL 32207

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 21 PM 1:00

DOMESTIC FILING

NAME: SOUTHEAST DEALER SERVICES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116
EXAMINER'S INITIALS:

RECEIVED
00 JUL 21 PM 12:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

001116
JL

**ARTICLES OF INCORPORATION
OF
SOUTHEAST DEALER SERVICES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

.00 JUL 21 PM 1:01

ARTICLE I

Name

The name of this corporation is **SOUTHEAST DEALER SERVICES, INC.**

ARTICLE II

Nature of Business

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock

The authorized capital of this corporation shall be one thousand (1,000) shares of common stock with a par value of \$0.01 per share.

ARTICLE IV

Term of Existence

This corporation shall exist perpetually.

ARTICLE V

Address

The initial street address of the principal office of this corporation is:

6950 Phillips Highway, Suite 12
Jacksonville, Florida 32216

The Board of Directors may from time-to-time move the principal office to any other address in Florida.

ARTICLE VI

Directors

This corporation shall have two (2) directors initially. The number of Directors may be increased or decreased from time to time, by Bylaws adopted by the shareholders.

ARTICLE VII
Initial Directors

The name and street address of the members of the first Board of Directors are:

Ken Kuëster
6950 Phillips Highway, Suite 12
Jacksonville, Florida 32216

Forrest J. Harris
6950 Phillips Highway, Suite 12
Jacksonville, Florida 32216

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles of Incorporation is:

J. KEITH M. SANDS, ESQUIRE
1551 Atlantic Blvd., Suite 200
Jacksonville, FL 32207

ARTICLE IX
Section 1244 Stock

The Board of Directors is authorized to issued "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time-to-time.

ARTICLE X
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

1551 Atlantic Boulevard, Suite 200
Jacksonville, FL 32207

The name of the registered agent of this corporation located at the address above is:

FRANSON, ALDRIDGE & SANDS, P.A.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended, altered, changed, or repealed at any time, and from time-to-time, in the manner now or hereafter prescribed by the applicable Florida

Statutes, and all rights conferred on a shareholder herein are granted subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII
Effective Date

The existence of this corporation shall commence upon the filing of these Articles of Incorporation by the Office of the Secretary of State of the State of Florida.

ARTICLE XIII
Acceptance of Appointment as Registered Agent

Pursuant to Section 607.034, 607.037, and 607.325, Florida Statutes, the undersigned certifies that he is familiar with and accepts the obligations of the aforementioned statutes as the initial registered agent of this corporation.

FRANSON, ALDRIDGE & SANDS, P.A.


J. KEITH M. SANDS, Vice President


The undersigned submits these Articles of Incorporation for the purpose of filing same with the Office of the Secretary of State of the State of Florida.

 (SEAL)
J. KEITH M. SANDS

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared J. Keith M. Sands, to me known to be the person described herein as the incorporator and who executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 20th day of July, 2000.


Notary Public

My Commission Expires:

WANDA L. NEWELL
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Sept. 13, 2000
Commission No. CC585639

FILED
00 JUL 21 PM 1:01
SECRETARY OF STATE
DIVISION OF CORPORATIONS

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared J. Keith M. Sands, Vice President of Franson, Aldridge & Sands, P.A. to me known to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 20th day of July, 2000.

Wanda L. Newell

Notary Public

My Commission Expires:

corp\sds\aoi

WANDA L. NEWELL
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Sept. 13, 2000
Commission No. CC585639